Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1413044

SEC 1972 (5-05)

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMD AT I ROTAL					
OMB Number: Expires:	3235-0076 April 30, 2008				
Estimated average					

SE	C USE ONLY
Prefix	Serial
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DA [*]	TE RECEIVED

Name of Offering (check if this is an amend	lment and name has	changed, and indicate	e change.)			
Stockbridge Real Estate Fund III-A, LP		g,				
Filing Under (Check box(es) that apply):	☐ Rule 504	Rule 505		☐ Sec	tion 4(6) ULOE	
Type of Filing: ☐ New Filing ☐	Amendment					
	A. BA	SIC IDENTIFICATION	N DATA			·
 Enter the information requested about the is 						
Name of Issuer (☐ check if this is an ame Stockbridge Real Estate Fund III–A, LP	endment and name ha	as changed, and indic	ate change.)			
Address of Executive Offices	(Number and Stre	et, City, State, Zip Co	de)		ber (Including Area Code)	
4 Embarcadero Center, 33 rd Fl., San				415-658-3433		
Francisco, CA 94111-4106 Address of Principal Business Operations	(Number and Stree	et, City, State, Zip Coo	da	Tolophono Num	ber (Including Area Code)	
(if different from Executive Offices)	(Mulliper and Site	et, Oity, State, Zip Cot	ue)	relephone Muni	iber (including Area Code)	
(i i		_	
						_
Brief Description of Business						
Brief Description of Business Private limited partnership investing primarily in	n real-estate, equity,	and equity-related sec	curities.		1800 1800 1800 1800 1800 1800 1800 1800	
Brief Description of Business Private limited partnership investing primarily in	n real-estate, equity,	and equity-related se	ÜËSSED			
Brief Description of Business Private limited partnership investing primarily in	n real-estate, equity,					
Brief Description of Business Private limited partnership investing primarily in	n real-estate, equity,		CESSED		07078210	
Brief Description of Business Private limited partnership investing primarily in		SEP	2 4 2007 E		07078210	_
	☑ limited partners	SEP	2 4 2007 <i>E</i> OMSON	☐ other (please		
Type of Business Organization	☑ limited partners	SEP	2 4 2007 <i>E</i> OMSON			
Type of Business Organization	☑ limited partners	SEP	2 4 2007 <i>E</i> OMSON			
Type of Business Organization corporation business trust	☑ limited partners ☐ limited partners	SEP ship, already formed IN ship, to be formed IN	2 4 2007 E OMSON ANCIAL Year	other (please	e specify):	_
Type of Business Organization	☑ limited partners ☐ limited partners	SEP ship, already former IN	2 4 2007 E OMSON ANCIAL			
Type of Business Organization corporation business trust	☑ limited partners ☐ limited partners rganization:	SEP ship, already formed IN ship, to be formed IN	2 4 2007 <i>E</i> OMSON ANCIAL Year 0 7	other (please	e specify):	

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

		A. BASIC IDENTIFI	CATION DATA								
2. Enter the information requested for the following:											
• Each promoter of the issuer, if the issuer has been organized within the past five years;											
	• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.										
	 Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 										
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or						
onour boxloot that ripply.					Managing Partner						
Full Name (Last name first, if	individual)	·	<u> </u>								
Stockbridge Real Estate Parti	•										
<u> </u>		City, State, Zip Code)									
	Business or Residence Address (Number and Street, City, State, Zip Code) 4 Embarcadero Center, 33 rd Fl., San Francisco, CA 94111-4106										
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or						
					Managing Partner						
Full Name (Last name first, if	individual)										
Fancher, Terrence E.											
Business or Residence Addre	•										
4 Embarcadero Center, 33 rd F	Fl., San Francisco, CA 9	4111-4106									
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		□ Director	☐ General and/or						
					Managing Partner						
Full Name (Last name first, if	individual)										
Cox, Kevin D.											
Business or Residence Addre		City, State, Zip Code)									
712 Fifth Avenue, New York,	NY 10019			·							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner						
Full Name (Last name first, if	individual)			· • •							
Drake, Darren											
Business or Residence Addre	ess (Number and Street,	City, State, Zip Code)									
712 Fifth Avenue, New York,	NY 10019				<u> </u>						
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner		Director	☐ General and/or Managing Partner						
Full Name (Last name first, if	individual)			<u>-</u>							
Pilch, Stephen											
Business or Residence Addre	ess (Number and Street,	, City, State, Zip Code)									
4 Embarcadero Center, 33rd F	Fl., San Francisco, CA 9	4111-4106									
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		Director	☐ General and/or Managing Partner						
Full Name (Last name first, if	individual)			<u> </u>	<u> </u>						
Renaudin, Kristin H.	,										
Business or Residence Addre	ess (Number and Street.	, City, State, Zip Code)									
4 Embarcadero Center, 33 rd I	·	•									
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		Director	☐ General and/or						
The state of the s					Managing Partner						
Full Name (Last name first, if	individual)	· · · · · · · · · · · · · · · · · · ·									
Kiley, Charlene A.			·								
Business or Residence Addre	ess (Number and Street	, City, State, Zip Code)									
4 Embarcadero Center, 33 rd l	FI., San Francisco, CA 9	4111-4106									
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Thomas P. DiNapoli, Comptr	oller of the State of New	York, as Trustee of the Co	mmon Retirement Fund								
Business or Residence Addre	ess (Number and Street	, City, State, Zip Code)									
59 Maiden Lane, 30 th Floor, I	New York, NY 10038										
	(Use blank she	eet, or copy and use addition	nal copies of this sheet, a	s necessary.)							

SEC 1972 (5/05) 09/14/07 11:11 AM

					В	INFORMA	TION ABOU	TOFFERIN	G	-			
								· - 41 · - "				Yes	No EZI
1.	Has the	e issuer sole	d, or does th	e issuer inte		non-accredi				.,,			⊠
2.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?								\$20,000,000				
۷.	vynaus the minimum investment that will be accepted from any individual?									Yes	No		
3.										×			
4.	or similisted is name o	lar remune s an associ of the broke	ration for sol iated person	licitation of post of or agent of f more than	ourchasers i a broker or five (5) pers	nas been or on connection dealer register on to be list only.	n with sales stered with t	of securities he SEC and	in the offer Mor with a s	ing. It a per tate or state	son to be s, list the		
	Name (l lerson, D		first, if individ	lual)									
	-		Address (N	ımber and S	treet, City 5	State, Zip Co	de)						
			: 1600, San I		=	, <u></u> p	,						
Nan	ne of As	sociated Br	oker or Deal	er									
Gold	d Bridge	Capital, LL	.c									···	
						olicit Purchas							5
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_	IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
_	νΠ	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[I	RI]	[SC]	[SD]	[NT]	[τx]	{UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
And	ierson, k	(irk	first, if individ		_								
			Address (Ne 1600, San I		-	State, Zip Co	de)						
		sociated Br Capital, LL	oker or Deal .C	er									
						olicit Purchas							
	•				•	ICO1	[CT]	(DE)	[DC]	[FL]	[GA]	(Hi)	s (ID)
	AL] [L]	(AK) (IN)	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[C1] [ME]	[MD]	[DC] [MA]	[MI]	[MN]	ربتا [MS]	[MO]
_	vIT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	(OH)	[OK]	[OR]	[PA]
	RIJ	[SC]	[SD]	[TN]	[TX]	נטדן	[[/]]	[VA]	[WA]	[WV]	[WI]	[WY]	(PR)
Full	Name (Last name	first, if individ	dual)									
Bus	siness or	Residence	Address (N	umber and S	Street, City,	State, Zip Co	ode)		<u> </u>				<u> </u>
Nar	ne of As	sociated Br	roker or Dea	ler			<u>-</u>	·					
						olicit Purcha				******		☐ All State	s ·
[/	AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	(ID)
	IL]	[IN]	[IA]	[KS]	[KY]	[LA]	(ME)	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
	MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	(SD)	[TN]	[XT]	[UT]	[/T]	[VA]	[WA]	[VV]	[WI]	[WY]	(PR)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Type of Security	Aggregate	Amount
	Offering Price	Already Sold
Debt	\$0	\$0
Equity	\$0	\$0
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$400,000,000	\$400,000,000
Other (Specify).	\$0	\$0
Total	\$400,000,000	\$400,000,000
Answer also in Appendix, Column 3, if filing under ULOE.		
Iter the number of accredited and non-accredited investors who have purchased curities in this offering and the aggregate dollar amounts of their purchases. For ferings under Rule 504, indicate the number of persons who have purchased securities did the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is one" or "zero."		
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	1	\$400,000,000
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
this filing is for an offering under Rule 504 or 505, enter the information requested for all curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) on the prior to the first sale of securities in this offering. Classify securities by type listed in the County of the cou		
curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) onths prior to the first sale of securities in this offering. Classify securities by type listed in art C – Question 1.	Type of	Dollar Amount
curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) on the prior to the first sale of securities in this offering. Classify securities by type listed in art C – Question 1. Type of offering	Security	Sold
curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) on the prior to the first sale of securities in this offering. Classify securities by type listed in art C – Question 1. Type of offering Rule 505	Security	Sold
curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) on the prior to the first sale of securities in this offering. Classify securities by type listed in art C – Question 1. Type of offering Rule 505	Security	Sold \$ \$
curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) on the prior to the first sale of securities in this offering. Classify securities by type listed in art C – Question 1. Type of offering Rule 505	Security	\$ \$ \$ \$
curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) on the prior to the first sale of securities in this offering. Classify securities by type listed in art C – Question 1. Type of offering Rule 505	Security	Sold \$ \$
curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) on the prior to the first sale of securities in this offering. Classify securities by type listed in art C – Question 1. Type of offering Rule 505	Security	\$ \$ \$ \$
curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) onths prior to the first sale of securities in this offering. Classify securities by type listed in art C – Question 1. Type of offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of a securities in this offering. Exclude amounts relating solely to organization expenses of a issuer. The information may be given as subject to future contingencies. If the amount an expenditure is not known, furnish an estimate and check the box to the left of the	Security	\$ \$ \$ \$ \$
curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) on the prior to the first sale of securities in this offering. Classify securities by type listed in art C – Question 1. Type of offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of a securities in this offering. Exclude amounts relating solely to organization expenses of a issuer. The information may be given as subject to future contingencies. If the amount an expenditure is not known, furnish an estimate and check the box to the left of the timate.	Security	\$ Sold \$ \$ \$ \$ \$ \$ \$
curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) on the prior to the first sale of securities in this offering. Classify securities by type listed in art C – Question 1. Type of offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of a securities in this offering. Exclude amounts relating solely to organization expenses of a issuer. The information may be given as subject to future contingencies. If the amount an expenditure is not known, furnish an estimate and check the box to the left of the timate. Transfer Agent's Fees	Security	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) on the prior to the first sale of securities in this offering. Classify securities by type listed in art C – Question 1. Type of offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of a securities in this offering. Exclude amounts relating solely to organization expenses of a issuer. The information may be given as subject to future contingencies. If the amount an expenditure is not known, furnish an estimate and check the box to the left of the timate. Transfer Agent's Fees Printing and Engraving Costs	Security	\$0 \$20,000 \$300,000
curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) onths prior to the first sale of securities in this offering. Classify securities by type listed in art C – Question 1. Type of offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of a securities in this offering. Exclude amounts relating solely to organization expenses of a issuer. The information may be given as subject to future contingencies. If the amount an expenditure is not known, furnish an estimate and check the box to the left of the timate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees	Security Security	\$0 \$20,000 \$300,000 \$0
curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) onths prior to the first sale of securities in this offering. Classify securities by type listed in art C – Question 1. Type of offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of a securities in this offering. Exclude amounts relating solely to organization expenses of a issuer. The information may be given as subject to future contingencies. If the amount an expenditure is not known, furnish an estimate and check the box to the left of the timate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees	Security	\$0 \$20,000 \$300,000 \$0

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Represents fees that do not affect the gross proceeds of the issuer and are not used in the calculations of adjusted gross proceeds herein.

	 b. Enter the difference between the aggregation - Question 1 and total expenses in response the "adjusted gross proceeds to the issuer." 				\$39	9,130,000
5 .	Indicate below the amount of the adjusted groto be used for each of the purposes shown. furnish an estimate and check the box to the lested must equal the adjusted gross proceeds—Question 4.b above.	If the amount for any purpose is not known, if of the estimate. The total of the payments				
				Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees			\$		\$
	Purchase of real estate			\$		\$
	Purchase, rental or leasing and installation	n of machinery and equipment		\$		\$
	Construction or leasing of plant buildings	and facilities		\$		\$
		the value of securities involved in this the assets or securities of another issuer		\$		\$
	, ,			\$		\$
				\$		\$
	Other (specify): Investments in real-es			\$	×	\$399,130,000
			_	¢		¢
				\$		\$399,130,000
				\$	30,00	
	Total Payments Listed (column totals add	ed)		⊠ <u>\$399,1</u>	30,00	<u> </u>
		D. FEDERAL SIGNATURE				
Or	e issuer has duly caused this notice to be signed istitutes an undertaking by the issuer to furnish the hished by the issuer to any non-accredited investigation.	the U.S. Securities and Exchange Commission	f this r on, up	notice is filed under Rule on written request of its	505, t staff, t	he following signature he information
SSI	uer (Print or Type)	Signature / 1		Date		
Sto	ckbridge Real Estate Fund III-A, LP	Kalanan		September 1, 200	7	
Vai	me of Signer (Print or Type)	Title of Signer (Print or Type)				
(ri:	stin H. Renaudin	artner	s III, LLC, General Partr	er of t	he Issuer	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)



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